



Marquette Equipment Finance

A Subsidiary of Meridian Bank, N.A.

RECORDATION NO. 26635 FILED

OCT 23 '06

2-49 PM

SURFACE TRANSPORTATION BOARD

October 17, 2006

Secretary
Surface Transportation Board
Washington, D.C. 20423



Re: Marquette Equipment Finance, LLC fka Applied Financial, LLC
Republic Bank, Inc.
Prime Financial Corporation
Form of Memorandum for Recordation with STB under 49 U.S.C. § 11301

To Whom It May Concern:

Enclosed herewith is an original Memorandum of Equipment Lease Agreement, along with ten (10) copies, to be recorded. Also enclosed is a check for the filing fee relating to the document submitted for recording in the amount of \$34.00.

Should you have questions or require anything additional in order to complete the recordation process, please feel free to contact me at your convenience.

Thank you,

Cindy Wright

Cindy Wright
Leasing Officer
Phone: 801-566-9201-x119
Fax: 801-566-0482
Cwright@Marquette-EqFinance.com

OCT 23 '06

2-49 PM

FORM OF MEMORANDUM

SURFACE TRANSPORTATION BOARD

Form of Memorandum for Recordation with the Surface Transportation
Board under 49 U.S.C. § 11301

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT dated as of October 20, 2005, consisting of Lease Schedule No. 001 dated October 20, 2005 to Master Lease Agreement No. AFI0506 dated October 20, 2005, including all documents attendant thereto, between **APPLIED FINANCIAL, LLC**, a Utah limited liability company and **REPUBLIC BANK, INC.**, a Utah corporation, its assignee (collectively, hereinafter called the Owner), and **PRIME FINANCIAL CORPORATION**, an Oklahoma corporation (hereinafter called the Railroad).

WHEREAS the Owner and the Railroad are have entered into that certain Equipment Lease Agreement dated as of October 20, 2005 (hereinafter called the Agreement), covering the railroad equipment listed as Schedule A hereto, bearing the reporting marks and road numbers of the Railroad shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the Owner and the Railroad wish to show for the public record (a) the ownership of the said railroad equipment by the Owner, and (b) the leasehold interest of the Railroad in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

OWNER

APPLIED FINANCIAL, LLC

By: Shanni Staker

Title: Executive Vice President

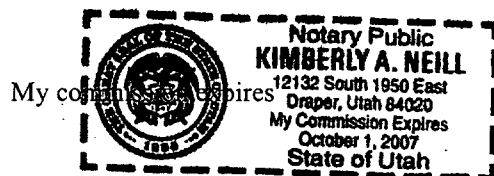
STATE OF

CITY OF

SS:

On this 20th day of December, 2005, before me personally appeared Shanni Staker, to me personally known, who, by me being duly sworn, says that he/she is the Executive Vice President of Applied Financial, LLC; that he/she signed, and is duly authorized to sign, the foregoing instrument on behalf of said limited liability company; that he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Kimberly A. Neill
Notary Public



REPUBLIC BANK, INC.

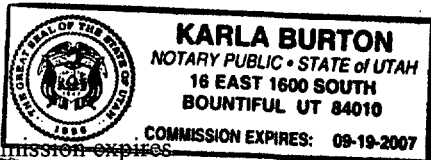
By: Boyd Lindquist

Title: Pres/CEO

STATE OF Utah
CITY OF Davis County

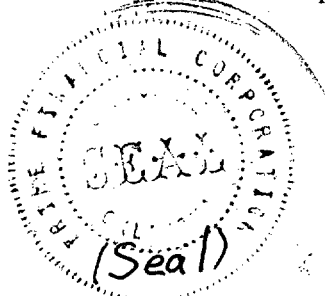
SS:

On this 3 day of January, 2006, before me personally appeared Boyd Lindquist, to me personally known, who, by me being duly sworn, says that he/she is the Pres/CEO of Republic Bank, Inc.; that he/she signed, and is duly authorized to sign, the foregoing instrument on behalf of said corporation; that he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Karla Burton
Notary Public

My commission expires



RAILROAD

PRIME FINANCIAL CORPORATION

By: Jim Jones

Title: Vice President

STATE OF Oklahoma
CITY OF Oklahoma City

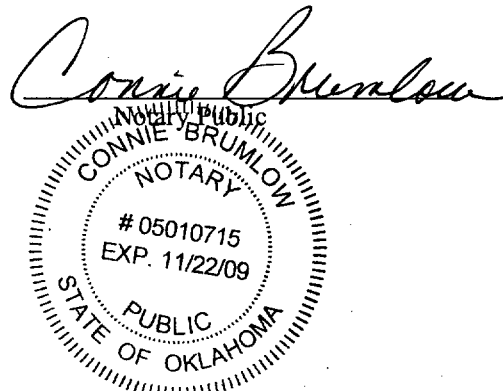
SS:

On this 28th day of December, 2005, before me personally appeared Jim Jones, to me personally known, who, by me being duly sworn, says that he/she is the Vice President of Prime Financial Corporation; that he/she signed, and is duly authorized to sign, the foregoing instrument on behalf of said corporation; that he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires

November 22, 2009

Commission # 05010715



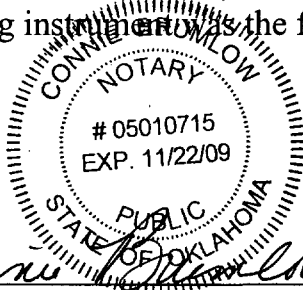
Corporate Form of Acknowledgement:

State of Oklahoma

County of Oklahoma, ss:

On this 28th day of December, 2009, before me personally appeared Jim Jones, to me personally known, who being by me duly sworn, says that he is the Vice President of Prime Financial Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



Connie Brownlow
Signature of Notary Public

My Commission expires November 22, 2009

Commission # 05010715

SCHEDULE A

Prime Financial Corporation
ML No.: AF10506
Lease Schedule No.: 001

ADDRESS	CITY	ST	ZIP	QTY	DESCRIPTION	IDENTIFICATION NO.
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1963 Aluminum Nitric Acid Rail Car with 16,032 Gallon Capacity	EDCX6015
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1964 Aluminum Nitric Acid Rail Car with 16,028 Gallon Capacity	EDCX6016
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1964 Aluminum Nitric Acid Rail Car with 16,064 Gallon Capacity	EDCX6017
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1979 Aluminum Nitric Acid Rail Car with 17,119 Gallon Capacity	EDCX6018
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1979 Aluminum Nitric Acid Rail Car with 17,128 Gallon Capacity	EDCX6019
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1979 Aluminum Nitric Acid Rail Car with 17,108 Gallon Capacity	EDCX6020
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1989 Aluminum Nitric Acid Rail Car with 17,420 Gallon Capacity	EDCX6021
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1989 Aluminum Nitric Acid Rail Car with 17,390 Gallon Capacity	EDCX6022
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1989 Aluminum Nitric Acid Rail Car with 17,391 Gallon Capacity	EDCX6023
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1989 Aluminum Nitric Acid Rail Car with 17,379 Gallon Capacity	EDCX6024
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1989 Aluminum Nitric Acid Rail Car with 17,395 Gallon Capacity	EDCX6026
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1990 Aluminum Nitric Acid Rail Car with 17,403 Gallon Capacity	EDCX6027
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1990 Aluminum Nitric Acid Rail Car with 17,381 Gallon Capacity	EDCX6028
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1990 Aluminum Nitric Acid Rail Car with 17,391 Gallon Capacity	EDCX6029
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1990 Aluminum Nitric Acid Rail Car with 17,406 Gallon Capacity	EDCX6030
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1990 Aluminum Nitric Acid Rail Car with 17,372 Gallon Capacity	EDCX6031
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1990 Aluminum Nitric Acid Rail Car with 17,424 Gallon Capacity	EDCX6032
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1991 Aluminum Nitric Acid Rail Car with 17,417 Gallon Capacity	EDCX6033
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1969 Aluminum Nitric Acid Rail Car with 20,509 Gallon Capacity	EDCX6200
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1969 Aluminum Nitric Acid Rail Car with 20,519 Gallon Capacity	EDCX6201
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1969 Aluminum Nitric Acid Rail Car with 20,537 Gallon Capacity	EDCX6202
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1969 Aluminum Nitric Acid Rail Car with 20,526 Gallon Capacity	EDCX6203
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1969 Aluminum Nitric Acid Rail Car with 20,542 Gallon Capacity	EDCX6204
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1969 Aluminum Nitric Acid Rail Car with 20,534 Gallon Capacity	EDCX6205
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1969 Aluminum Nitric Acid Rail Car with 20,575 Gallon Capacity	EDCX6207
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6034
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6035
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6036
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6037
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6038
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6039
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6040
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6041
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6042
4500 Northwest Avenue	El Dorado	Arkansas	71730	1	1995 Aluminum Nitric Acid Rail Car with 16,788 Gallon Capacity	EDCX6043

and any and all attachments, replacements, parts, substitutions, additions, rebates, accessions and accessories incorporated therein and/or affixed thereto.